

ENBRIDGE ENERGY PARTNERS LP  
Form 8-K  
September 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): September 15, 2011**

**ENBRIDGE ENERGY PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or Other Jurisdiction)

**1-10934**  
(Commission

**39-1715850**  
(I.R.S. Employer

File No.)

Identification No.)

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**1100 LOUISIANA, SUITE 3300, HOUSTON, TEXAS 77002**

**(Address of Principal Executive Offices) (Zip Code)**

**(713) 821-2000**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On May 27, 2003, Enbridge Energy Partners, L.P., a Delaware limited partnership (the Partnership), entered into an Indenture with SunTrust Bank, as trustee (the Indenture). On September 15, 2011, the Partnership entered into the Twelfth Supplemental Indenture to the Indenture, attached as Exhibit 4.2 hereto, with U.S. Bank National Association, successor to SunTrust Bank, as trustee, establishing the terms of the Partnership's 4.20% Notes due 2021, issued and sold by the Partnership on such date.

The foregoing description of the Twelfth Supplemental Indenture does not purport to be complete and is qualified in its entirety by reference to Exhibit 4.2 to this Form 8-K, which is incorporated herein by reference.

**Item 8.01 Other Events.**

As previously disclosed by the Partnership, on September 6, 2011, the Partnership entered into an underwriting agreement, with the underwriters named therein with respect to the issuance and sale by the Partnership of \$600,000,000 aggregate principal amount of 4.20% Notes due 2021 (the 2021 Notes) and \$150,000,000 aggregate principal amount of 5.50% Notes due 2040 (the 2040 Notes, and together with the 2021 Notes, the Notes). The sale of the Notes closed on September 15, 2011. The Notes were issued pursuant to the Indenture as supplemented, with respect to the 2021 Notes, by the Twelfth Supplemental Indenture, and with respect to the 2040 Notes, the Eleventh Supplemental Indenture (which was previously filed by the Partnership as Exhibit 4.2 to the Partnership's Current Report on Form 8-K filed September 13, 2010). The 2040 Notes are a further issuance of the \$400 million aggregate principal amount of 5.50% Notes due 2040 issued by the Partnership on September 13, 2010 and are fully fungible with, rank equally in right of payment with and form a part of the same series as the existing 2040 Notes for all purposes under the governing indenture.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Reference is made to the Index of Exhibits following the signature page, which is hereby incorporated into this Item.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**ENBRIDGE ENERGY PARTNERS, L.P.**  
(Registrant)

By: Enbridge Energy Management, L.L.C.,  
as delegate of Enbridge Energy Company, Inc.,

its General Partner

Date: September 15, 2011

By: /s/ Bruce A. Stevenson  
Bruce A. Stevenson  
Corporate Secretary  
(*Duly Authorized Officer*)

**Index of Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Indenture dated as of May 27, 2003 between the Partnership and SunTrust Bank, as trustee (filed as Exhibit 4.5 to the Partnership's Form S-4 filed with the Commission on June 30, 2003, and incorporated by reference herein).
4.2	Twelfth Supplemental Indenture dated as of September 15, 2011 between the Partnership and U.S. Bank National Association, successor to SunTrust Bank, as trustee.
4.3	Eleventh Supplemental Indenture dated as of September 13, 2010 between the Partnership and U.S. Bank National Association, as successor to SunTrust Bank, as trustee (incorporated by reference to Exhibit 4.2 to the Partnership's Current Report on Form 8-K filed September 13, 2010).